

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
MALLINCKRODT PLC, <i>et al.</i>)	Case No. 20-12522 (JTD) (Bankr. D. Del.)
)	
Debtors. ¹)	(Jointly Administered)
)	
)	
)	
KENNETH GREATHOUSE, STUART ROSE, and LLOYD GLENN,)	C.A. No. 22-cv-00333 (TLA)
)	
Appellants,)	
)	
v.)	
)	
MALLINCKRODT PLC, <i>et al.</i>)	
)	
Appellees.)	
)	
)	

**APPELLANTS’ STATEMENT OF ISSUES TO BE PRESENTED AND
DESIGNATION OF ITEMS TO BE INCLUDED IN THE RECORD ON APPEAL**

Kenneth Greathouse, Stuart Rose, and Lloyd Glenn (collectively, the “Glenridge Principals” or the “Appellants”), by their undersigned counsel, pursuant to Rule 8009 of the Federal Rules of Bankruptcy Procedure and Rule 8009-1 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware, hereby submit their statement of issues to be presented and designation of items to be included in the record on appeal from the confirmation of the *Debtors’ Fourth Amended Joint Plan of Reorganization of Mallinckrodt plc and its Debtor Affiliates Under Chapter 11 of the*

¹ A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <http://restructuring.primeclerk.com/Mallinckrodt>. The Debtors’ mailing address is 675 McDonnell Blvd., Hazelwood, Missouri 63042.

Bankruptcy Code (the “Joint Plan”) [D.I. 6066] by the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”)².

STATEMENT OF ISSUES TO BE PRESENTED

1. Whether the Bankruptcy Court erred by confirming the Joint Plan over the objection and rejection by creditors in Class 6(f) of Debtor Mallinckrodt Pharmaceuticals Ireland Limited, by approving the Initial Fixed Distribution, which violates (a) the “absolute priority rule” embodied in section 1129(b)(2)(B)(ii) of the Bankruptcy Code and (b) and unfairly discriminates in violation of section 1129(b)(1) of the Bankruptcy Code, including by failing to require an appropriate disputed claims reserve and by improperly concluding that the settlement proceeds constitutes a “gift” of anticipated reorganization securities from another class of unsecured creditors.

2. Whether the Bankruptcy Court erred by authorizing the rejection of the Glenridge Principals’ Royalty Agreement through the Plan by erroneously determining the nature and extent of the Royalty Agreement which issue(s) were preserved under the Glenridge Principals’ pending adversary proceeding.

² The Court issued an *Opinion* [D.I. 6347] and a *Revised Opinion* [D.I. 6378] with respect to the Joint Plan on February 3, 2022 and February 8, 2022, respectively. The Court issued the *Findings of Fact, Conclusions of Law, and Order Confirming Fourth Amended Joint Plan of Reorganization (with technical modifications) of Mallinckrodt plc and its Debtor Affiliates under Chapter 11 of the Bankruptcy Code* [D.I. 6660] on March 2, 2022.

DESIGNATION OF ITEMS TO BE INCLUDED IN THE RECORD ON APPEAL

Appellants designate the following to be included in the record on appeal:³

ITEM	DOCUMENT TITLE	DATE	D.I.
1.	Motion of Debtors for Order Authorizing Intercompany Restructuring Transactions	11/2/20	385
2.	Order Authorizing Intercompany Restructuring Transactions	11/25/20	633
3.	Proofs of Claim filed by each of the Glenridge Principals against various Debtors	02/11/2021	N/A ⁴
4.	Joint Plan of Reorganization of Mallinckrodt plc and Its Debtor Affiliates Under Chapter 11	04/20/2021	2074
5.	Disclosure Statement for Joint Chapter 11 Plan of Reorganization of Mallinckrodt plc and Its Debtors Affiliates Under Chapter 11 of the Bankruptcy Code	04/20/2021	2075
6.	Objection of Greathouse, Rose, And Glenn to the Disclosure Statement For Joint Chapter 11 Plan Of Reorganization Of Mallinckrodt plc And Its Debtor Affiliates Under Chapter 11 Of The Bankruptcy Code	05/18/2021	2371
7.	Joint Plan of Reorganization of Mallinckrodt plc and its Debtor Affiliates Under Chapter 11	06/08/2021	2767
8.	Disclosure Statement for Joint Chapter 11 Plan of Reorganization of Mallinckrodt plc and its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code	06/09/2021	2769
9.	Joint Plan of Reorganization of Mallinckrodt plc and Its Debtor Affiliates Under Chapter 11	06/15/2021	2863
10.	Disclosure Statement for Joint Chapter 11 Plan of Reorganization of Mallinckrodt plc and Its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code	06/15/2021	2864
11.	Joint Plan of Reorganization of Mallinckrodt plc and Its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code	06/17/2021	2903
12.	Disclosure Statement for Joint Plan of Reorganization of Mallinckrodt plc and Its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code	06/17/2021	2904

³ All items designated herein by the Glenridge Principals include all exhibits, schedules, attachments and other documents included within each docket entry for such item.

⁴ Proofs of Claims and Administrative Expense Claims are available at the claims agent website: <https://restructuring.primeclerk.com/mallinckrodt/Home-ClaimInfo>. Copies can be forwarded upon request.

ITEM	DOCUMENT TITLE	DATE	D.I.
13.	Order (I) Approving the Disclosure Statement and Form and Manner of Notice of Hearing Thereon, (II) Establishing Solicitation Procedures, (III) Approving the Form and Manner of Notice to Attorneys and Solicitation Directive, (IV) Approving the Form of Ballots, (V) Approving Form, Manner, and Scope of Confirmation Notices, (VI) Establishing Certain Deadlines in Connection with Approval of Disclosure Statement, and Confirmation of Plan, and (VII) Granting Related Relief	06/17/2021	2911
14.	Joint Plan of Reorganization of Mallinckrodt plc and its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code - Solicitation Version	06/18/2021	2916
15.	Disclosure Statement for Joint Chapter 11 Plan of Reorganization of Mallinckrodt plc and its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code - Solicitation Version	06/18/2021	2917
16.	Order Establishing Confirmation Schedule and Protocols	06/24/21	2988
17.	Administrative Claims filed by each of the Glenridge Principals against various Debtors	06/25/2021	N/A ⁴
18.	Notice of Filing of Exhibit U (Rejected Executory Contract/Unexpired Lease List) of Plan Supplement for the Joint Plan of Reorganization of Mallinckrodt plc and its Debtor Affiliates	08/06/2021	3596
19.	Notice of Filing of Plan Supplement for the Joint Plan of Reorganization of Mallinckrodt plc and its Debtor Affiliates	08/07/2021	3615
20.	Notice of Filing of Amended Exhibit U (Rejected Executory Contract/Unexpired Lease List) of Plan Supplement for the Joint Plan of Reorganization of Mallinckrodt plc and Its Debtor Affiliates	08/13/2021	3721
21.	Notice of Filing of Settlement Term Sheets in Connection with the Joint Plan of Reorganization of Mallinckrodt plc and its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code	09/03/2021	4121
22.	First Amended Joint Plan of Reorganization of Mallinckrodt plc and its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code	09/29/2021	4508
23.	Notice of Filing of Blackline of Amended Plan	09/29/2021	4509
24.	Notice of Filing of Letter of the Official Committee of Unsecured Creditors in Support of First Amended Joint Plan of Reorganization	10/01/2021	4540

ITEM	DOCUMENT TITLE	DATE	D.I.
25.	Complaint for Declaratory Judgment, Accounting, Constructive Trust, Conversion, and Unjust Enrichment by Ken Greathouse, Stuart Rose, Lloyd Glenn against Mallinckrodt Pharmaceuticals Ireland Limited, Mallinckrodt ARD LLC (Adversary Pro. No. 21-51178)	10/06/2021	4590
26.	Declaration of Mark Greenberg in Support of UCC Settlements in Connection with the First Amended Joint Plan of Reorganization	10/08/2021	4644
27.	sanofi-aventis U.S. LLC's Expedited Motion for Pre-Confirmation Determination that Debtors Cannot Reject or Discharge Post-Confirmation Royalty Obligations Related to Sale of Acthar Gel	10/12/2021	4675
28.	Notice of Filing of Proposed Redacted Version of Expedited Motion for Pre-Confirmation Determination that Debtors Cannot Reject or Discharge Post-Confirmation Royalty Obligations Related to Sale of Acthar Gel	10/13/2021	4681
29.	Glenridge Principals' Notice of Intent to File a Supplemental Objection Regarding the UCC Settlement	10/13/2021	4697
30.	The Glenridge Principals Objection to the First Amended Joint Plan of Reorganization of Mallinckrodt plc and Its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code	10/13/2021	4701
31.	(SEALED) Preliminary Objection of sanofi-aventis U.S. LLC to Confirmation of the First Amended Joint Plan of Reorganization	10/13/2021	4702
32.	Notice of Filing of Proposed Redacted Version of Preliminary Objection of Sanofi-Aventis U.S. LLC to Confirmation of the First Amended Joint Plan of Reorganization of Mallinckrodt PLC and its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code	10/14/2021	4748
33.	Debtors' (I) Omnibus Objection to (A) Expedited Motion for Pre-Confirmation Determination that Debtors Cannot Reject or Discharge Post-Confirmation Royalty Obligations Related to Sale of Acthar Gel and (B) Motion of Sanofi-Aventis U.S. LLC for Temporary Allowance of Claims for Purposes of Voting to Accept or Reject Plan and to Classify Claims Under Class 7 of Plan and (II) Cross-Motion for Order (A) Authorizing Rejection of Asset Purchase Agreement and (B) Finding Royalty Obligations to be Prepetition Debts Subject to Discharge	10/20/2021	4820
34.	Motion of Glenridge Principals to File Under Seal Confidential Royalty Agreement and Related Confidential Information	10/21/2021	4833

ITEM	DOCUMENT TITLE	DATE	D.I.
35.	(SEALED) Joinder By Glenridge Principals In Motion by sanofi-aventis U.S. LLC for Pre-Confirmation Determination That Debtors Cannot Reject or Discharge Post-Confirmation Royalty Obligations Related To Sale Of Acthar Gel	10/21/2021	4834
36.	Notice of Filing of Proposed Redacted Version of Document Regarding Joinder By Glenridge Principals In Motion by sanofi-aventis U.S. LLC for Pre-Confirmation Determination That Debtors Cannot Reject or Discharge Post-Confirmation Royalty Obligations Related To Sale Of Acthar Gel	10/21/2021	4842
37.	First Amendment to the Order Establishing Confirmation Schedule and Protocols	10/21/2021	4864
38.	Notice of Filing of Proposed Redacted Version of Debtors' (I) Omnibus Objection to (A) Expedited Motion for Pre-Confirmation Determination that Debtors Cannot Reject or Discharge Post-Confirmation Royalty Obligations Related to Sale of Acthar Gel and (B) Motion of Sanofi-Aventis U.S. LLC for Temporary Allowance of Claims for Purposes of Voting to Accept or Reject Plan and to Classify Claims Under Class 7 of Plan and (II) Cross-Motion for Order (A) Authorizing Rejection of Asset Purchase Agreement and (B) Finding Royalty Obligations to be Prepetition Debts Subject to Discharge	10/25/2021	4978
39.	Reply of Sanofi-Aventis U.S. LLC to Debtors' Omnibus Objection to (A) Expedited Motion for Pre-Confirmation Determination that Debtors Cannot Reject or Discharge Post-Confirmation Royalty Obligations Related to Sale of Acthar Gel and (B) Motion of Sanofi-Aventis U.S. LLC for Temporary Allowance of Claims for Purposes of Voting to Accept or Reject Plan and to Classify Claims Under Class 7 of Plan	10/26/2021	4988
40.	Declaration of Marc J. Brown in Support of Confirmation of the Joint Plan of Reorganization	10/26/2021	4998
41.	(SEALED) Debtors' (I) Objection to Joinder by Glenridge Principals in Motion for Pre-Confirmation Determination that Debtors Cannot Reject or Discharge Post-Confirmation Royalty Obligations Related to Sale of Acthar Gel and (II) Cross-Motion for Order (A) Authorizing Rejection of Glenridge Royalty Agreement and (B) Finding Royalty Obligations to be Prepetition Debts Subject to Discharge	10/26/2021	5005
42.	Debtors' (A) Memorandum of Law in Support of Confirmation of the First Amended Joint Plan of Reorganization of Mallinckrodt Plc and Its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code and (B) Omnibus Reply to Objections to Confirmation	10/27/2021	5016

ITEM	DOCUMENT TITLE	DATE	D.I.
43.	Notice of Filing of Proposed Redacted Version of Reply of Sanofi-Aventis U.S. LLC to Debtors' Omnibus Objection to (A) Expedited Motion for Pre-Confirmation Determination that Debtors Cannot Reject or Discharge Post-Confirmation Royalty Obligations Related to Sale of Acthar Gel and (B) Motion of Sanofi-Aventis U.S. LLC for Temporary Allowance of Claims for Purposes of Voting to Accept or Reject Plan and to Classify Claims Under Class 7 of Plan	10/27/2021	5037
44.	Notice of Filing of Proposed Final Pretrial Order for Phase I of the Plan Confirmation Hearing	10/27/2021	5041
45.	Notice of Filing of Proposed Redacted Version of Debtors' (I) Objection to Joinder by Glenridge Principals in Motion for Pre-Confirmation Determination that Debtors Cannot Reject or Discharge Post-Confirmation Royalty Obligations Related to Sale of Acthar Gel and (II) Cross-Motion for Order (A) Authorizing Rejection of Glenridge Royalty Agreement and (B) Finding Royalty Obligations to be Prepetition Debts Subject to Discharge	10/28/2021	5052
46.	Debtors' Motion to File Under Seal Certain Confidential Information in the Debtors' (I) Objection to Joinder by Glenridge Principals in Motion for Pre-Confirmation Determination that Debtors Cannot Reject or Discharge Post-Confirmation Royalty Obligations Related to Sale of Acthar Gel and (II) Cross-Motion for Order (A) Authorizing Rejection of Glenridge Royalty Agreement and (B) Finding Royalty Obligations to be Prepetition Debts Subject to Discharge	10/28/2021	5056
47.	Notice of Filing of Further Amended Exhibit U (Rejected Executory Contract/Unexpired Lease List) of Plan Supplement for the First Amended Joint Plan of Reorganization	10/29/2021	5075
48.	Final Declaration of James Daloia of Prime Clerk LLC Regarding the Solicitation of Votes and Tabulation of Ballots Cast on Joint Plan of Reorganization of Mallinckrodt plc and Its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code	10/31/2021	5087
49.	Notice of Revised Proposed Final Pretrial Order for Phase I of the Plan Confirmation Hearing	11/01/2021	5091
50.	Transcript Regarding Hearing Held 10/29/2021 RE: Omnibus	11/01/2021	5094
51.	(SEALED) Supplemental Objection of sanofi-aventis U.S. LLC to Confirmation of the First Amended Joint Plan of Reorganization	11/01/2021	5101

ITEM	DOCUMENT TITLE	DATE	D.I.
52.	The Glenridge Principals Supplemental Objection to the UCC Settlement and the First Amended Joint Plan of Reorganization of Mallinckrodt plc and Its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code	11/01/2021	5104
53.	Notice of Filing of Proposed Redacted Version of Supplemental Objection of sanofi-aventis U.S. LLC to Confirmation of the First Amended Joint Plan of Reorganization of Mallinckrodt PLC and its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code	11/01/2021	5112
54.	Transcript Regarding Hearing Held 11/4/2021 RE: Confirmation	11/05/2021	5186
55.	Order in Connection with Expedited Motion for Pre-Confirmation Determination That Debtors Cannot Reject or Discharge Post-Confirmation Royalty Obligations Related to Sale of Acthar Gel	11/08/2021	5210
56.	(SEALED) Declaration of Randall S. Eisenberg in Support of Confirmation of the First Amended Joint Plan of Reorganization	11/15/2021	5301
57.	Declaration of Randall S. Eisenberg in Support of Confirmation of the First Amended Joint Plan of Reorganization	11/17/2021	5368
58.	Letter from Elizabeth R. Marks, Esq. to the Honorable John T. Dorsey, in Response to the Limited Objection of the Acthar Insurance Claimants to Proposed Final Pretrial Order for Phase II of the Plan Confirmation Hearing	11/17/2021	5381
59.	Final Pretrial Order for Phase I of the Plan Confirmation Hearing	11/23/2021	5510
60.	Final Pretrial Order for Phase II of the Plan Confirmation Hearing	11/23/2021	5511
61.	Corrected Third Amended Proposed Final Pretrial Order for Phase II of the Plan Confirmation Hearing	11/29/2021	5555
62.	Certification of Counsel Regarding Disputed Order Regarding the Joinder by Glenridge Principals in Motion by Sanofi-Aventis U.S. LLC for Pre-Confirmation Determination that Debtors Cannot Reject or Discharge Post-Confirmation Royalty Obligations Related to Sale of Acthar Gel	11/30/2021	5597
63.	Order in Connection with Joinder by Glenridge Principals in Motion by Sanofi-Aventis U.S. LLC for Pre-Confirmation Determination that Debtors Cannot Reject or Discharge Post-Confirmation Royalty Obligations Related to Sale of Acthar Gel	12/01/2021	5601

ITEM	DOCUMENT TITLE	DATE	D.I.
64.	Second Amended Joint Plan of Reorganization	12/02/2021	5636
65.	Debtors' Omnibus Reply to Supplemental Plan Objections	12/03/2021	5660
66.	(SEALED) Memorandum of Law of Official Committee of Unsecured Creditors in Support of the UCC Settlement, Allocation, and the Debtors' Second Amended Joint Plan of Reorganization	12/03/2021	5666
67.	Joinder of the Unsecured Notes Trustee to the Memorandum of Law of Official Committee of Unsecured Creditors in Support of the UCC Settlement, Allocation, and the Debtors' Second Amended Joint Plan of Reorganization	12/03/2021	5671
68.	Declaration of Laura F. Ketcham	12/06/2021	5684
69.	Notice of Unsealed Version of the Official Committee of Unsecured Creditors' Memorandum of Law of Official Committee of Unsecured Creditors in Support of the UCC Settlement, Allocation, and the Debtors' Second Amended Joint Plan of Reorganization	12/08/2021	5721
70.	Transcript regarding Hearing Held 12/09/2021 RE: Trial Phase II (Day 4)	12/13/2021	5759
71.	Transcript regarding Hearing Held 12/13/2021 RE: Trial Phase II (Day 6)	12/14/2021	5780
72.	Notice of Appeal filed by Glenridge Principals on Executory Contract	12/15/2021	5805
73.	Transcript regarding Hearing Held 12/14/2021 RE: Trial Phase	12/16/2021	5819
74.	Transcript regarding Hearing Held 12/15/2021 Re: Phase II - Confirmation	12/17/2021	5845
75.	Notice of Filing of Further Amended Exhibit U (Rejected Executory Contract/Unexpired Lease List) of Plan Supplement for the First Amended Joint Plan of Reorganization	12/29/2021	6002
76.	Appellant Designation of Items For Inclusion in Record On Appeal Glenridge Principals Designation of Items for Inclusion in Record on Appeal and Statement of Issues to be Presented	12/29/2021	6005
77.	Third Amended Joint Plan of Reorganization	12/29/2021	6006
78.	Transcript regarding Hearing Held 12/17/2021 RE: Confirmation Phase II	01/04/2022	6033
79.	(SEALED) Transcript regarding Hearing Held 12/16/2021	01/05/2022	6048

ITEM	DOCUMENT TITLE	DATE	D.I.
80.	Transcript regarding Hearing Held 12/16/2021 RE: CONFIRMATION HEARING PHASE II	01/05/2022	6049
81.	Transcript regarding Hearing Held 01/04/22 RE: Closing Arguments	01/05/2022	6051
82.	Transcript regarding Hearing Held 01/03/22 RE: Closing Arguments	01/05/2022	6052
83.	Fourth Amended Joint Plan of Reorganization	01/06/2022	6066
84.	Transcript regarding Hearing Held 01/06/22 RE: Closing Arguments	01/10/2022	6101
85.	Opinion Re: Confirmation	02/08/2022	6347
86.	Revised Opinion Re: Confirmation	02/08/2022	6378
87.	Findings of Fact, Conclusions of Law, and Order Confirming Fourth Amended Joint Plan of Reorganization (With Technical Modifications) of Mallinckrodt PLC and its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code	03/02/2022	6660
88.	Notice of Appeal of Confirmation Order	03/16/2022	6786

Dated: March 30, 2022
Wilmington, Delaware

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